

RECORDATION NO. 25890 FILED

OCT 7 '05

3-43 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 7, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated October 1, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and address of the party to the enclosed document are:

Lessee: ICX Corporation  
d/b/a RBS Asset Finance, Inc.  
Two Summit Park Drive  
Suite 300  
Cleveland, OH 44131

Lessor: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Mr. Vernon A. Williams  
October 7, 2005  
Page Two

A description of the railroad equipment covered by the enclosed document  
is:  
177 boxcars within the series ARMN 725003 through ARMN 725298

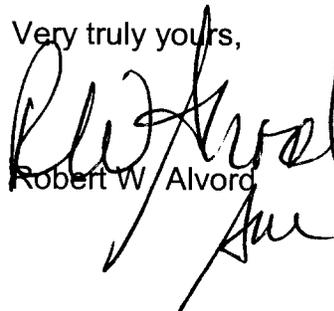
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Base Term Rider No. 003 to Master Lease Agreement No. 1488 dated June 30, 2005)

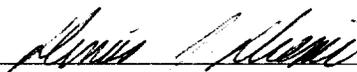
This Memorandum of Lease is entered into as of October 1, 2005, by and between ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Union Pacific Railroad Company, a Delaware corporation having its principal place of business at 1416 Dodge Street, Omaha, NE 68179 ("Lessee").

1. Lessor is the owner of one hundred seventy-seven (177) Mechanical Refrigerator Box Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Schedule 1.

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing October 1, 2005..

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX Corporation, d/b/a **RBS ASSET FINANCE**, Lessor

By 

Name Dennis J. Diemer  
Vice President

Title \_\_\_\_\_

**UNION PACIFIC RAILROAD COMPANY**, Lessee

By 

Name Karen A. Watson  
General Director-  
Mechanical Purchasing

Title \_\_\_\_\_

State of Ohio )  
 ) ss:  
County of Cuyahoga )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 1st day of October, 2005.

*Debra A. Grim*

Notary Public

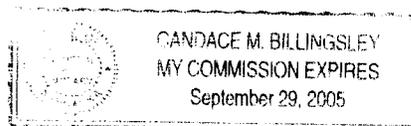
**DEBRA A. GRIM**  
**NOTARY PUBLIC • STATE OF OHIO**  
**My commission expires Dec. 3, 2006**

State of Ohio )  
 ) ss:  
County of Douglas )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Jarrett Watson its Gen. Director Parabony who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Orada, Ohio, this 29 day of September, 2005.  
NE

Candace M. Billingsley  
Notary Public



SCHEDULE 1  
Description of Units  
Unit Numbers and Marks  
to Base Term Rider No. 003

One Hundred Seventy-Seven (177) Mechanical Refrigerator Box Cars, refurbished in accordance with the Specifications in Schedule 3 to Interim Rider No. 001 and bearing the marks and road numbers listed below

	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
1	UPFE	25003	1971	ARMN	725003
2	UPFE	25004	1971	ARMN	725004
3	UPFE	25006	1971	ARMN	725006
4	UPFE	25007	1971	ARMN	725007
5	UPFE	25008	1971	ARMN	725008
6	UPFE	25009	1971	ARMN	725009
7	UPFE	25010	1971	ARMN	725010
8	UPFE	25013	1971	ARMN	725013
9	UPFE	25014	1971	ARMN	725014
10	UPFE	25016	1971	ARMN	725016
11	UPFE	25017	1971	ARMN	725017
12	UPFE	25019	1971	ARMN	725019
13	UPFE	25020	1971	ARMN	725020
14	UPFE	25022	1971	ARMN	725022
15	UPFE	25024	1971	ARMN	725024
16	UPFE	25025	1971	ARMN	725025
17	UPFE	25026	1971	ARMN	725026
18	UPFE	25030	1971	ARMN	725030
19	UPFE	25031	1971	ARMN	725031
20	UPFE	25032	1971	ARMN	725032
21	UPFE	25036	1971	ARMN	725036
22	UPFE	25037	1971	ARMN	725037
23	UPFE	25040	1971	ARMN	725040
24	UPFE	25042	1971	ARMN	725042
25	UPFE	25043	1971	ARMN	725043
26	UPFE	25044	1971	ARMN	725044
27	UPFE	25045	1971	ARMN	725045
28	UPFE	25046	1971	ARMN	725046
29	UPFE	25048	1971	ARMN	725048
30	UPFE	25050	1971	ARMN	725050
31	UPFE	25052	1971	ARMN	725052
32	UPFE	25053	1971	ARMN	725053
33	UPFE	25054	1971	ARMN	725054
34	UPFE	25056	1971	ARMN	725056
35	UPFE	25057	1971	ARMN	725057
36	UPFE	25060	1971	ARMN	725060
37	UPFE	25061	1971	ARMN	725061
38	UPFE	25062	1971	ARMN	725062
39	UPFE	25066	1971	ARMN	725066
40	UPFE	25067	1971	ARMN	725067
41	UPFE	25068	1971	ARMN	725068
42	UPFE	25070	1971	ARMN	725070
43	UPFE	25071	1971	ARMN	725071

SCHEDULE 1  
Description of Units  
Unit Numbers and Marks  
to Base Term Rider No. 003

	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
44	UPFE	25073	1971	ARMN	725073
45	UPFE	25076	1971	ARMN	725076
46	UPFE	25078	1971	ARMN	725078
47	UPFE	25079	1971	ARMN	725079
48	UPFE	25080	1971	ARMN	725080
49	UPFE	25084	1971	ARMN	725084
50	UPFE	25086	1971	ARMN	725086
51	UPFE	25087	1971	ARMN	725087
52	UPFE	25088	1971	ARMN	725088
53	UPFE	25089	1971	ARMN	725089
54	UPFE	25091	1971	ARMN	725091
55	UPFE	25092	1971	ARMN	725092
56	UPFE	25093	1971	ARMN	725093
57	UPFE	25094	1971	ARMN	725094
58	UPFE	25097	1971	ARMN	725097
59	UPFE	25098	1971	ARMN	725098
60	UPFE	25101	1971	ARMN	725101
61	UPFE	25102	1971	ARMN	725102
62	UPFE	25107	1971	ARMN	725107
63	UPFE	25108	1971	ARMN	725108
64	UPFE	25109	1971	ARMN	725109
65	UPFE	25112	1971	ARMN	725112
66	UPFE	25113	1971	ARMN	725113
67	UPFE	25114	1971	ARMN	725114
68	UPFE	25115	1971	ARMN	725115
69	UPFE	25117	1971	ARMN	725117
70	UPFE	25118	1971	ARMN	725118
71	UPFE	25119	1971	ARMN	725119
72	UPFE	25122	1971	ARMN	725122
73	UPFE	25124	1971	ARMN	725124
74	UPFE	25125	1971	ARMN	725125
75	UPFE	25126	1971	ARMN	725126
76	UPFE	25128	1971	ARMN	725128
77	UPFE	25130	1971	ARMN	725130
78	UPFE	25131	1971	ARMN	725131
79	UPFE	25132	1971	ARMN	725132
80	UPFE	25133	1971	ARMN	725133
81	UPFE	25134	1971	ARMN	725134
82	UPFE	25135	1971	ARMN	725135
83	UPFE	25136	1971	ARMN	725136
84	UPFE	25142	1971	ARMN	725142
85	UPFE	25146	1971	ARMN	725146
86	UPFE	25147	1971	ARMN	725147
87	UPFE	25148	1971	ARMN	725148
88	UPFE	25149	1971	ARMN	725149
89	UPFE	25150	1971	ARMN	725150
90	UPFE	25151	1971	ARMN	725151
91	UPFE	25152	1971	ARMN	725152

SCHEDULE 1  
Description of Units  
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	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
92	UPFE	25154	1971	ARMN	725154
93	UPFE	25159	1971	ARMN	725159
94	UPFE	25162	1971	ARMN	725162
95	UPFE	25165	1971	ARMN	725165
96	UPFE	25167	1971	ARMN	725167
97	UPFE	25170	1971	ARMN	725170
98	UPFE	25173	1971	ARMN	725173
99	UPFE	25174	1971	ARMN	725174
100	UPFE	25175	1971	ARMN	725175
101	UPFE	25176	1971	ARMN	725176
102	UPFE	25179	1971	ARMN	725179
103	UPFE	25183	1971	ARMN	725183
104	UPFE	25184	1971	ARMN	725184
105	UPFE	25185	1971	ARMN	725185
106	UPFE	25186	1971	ARMN	725186
107	UPFE	25187	1971	ARMN	725187
108	UPFE	25189	1971	ARMN	725189
109	UPFE	25190	1971	ARMN	725190
110	UPFE	25191	1971	ARMN	725191
111	UPFE	25196	1971	ARMN	725196
112	UPFE	25198	1971	ARMN	725198
113	UPFE	25199	1971	ARMN	725199
114	VCY	25201	1971	ARMN	725201
115	VCY	25202	1971	ARMN	725202
116	VCY	25203	1971	ARMN	725203
117	VCY	25207	1971	ARMN	725207
118	VCY	25208	1971	ARMN	725208
119	VCY	25210	1971	ARMN	725210
120	VCY	25211	1971	ARMN	725211
121	VCY	25212	1971	ARMN	725212
122	VCY	25213	1971	ARMN	725213
123	VCY	25214	1971	ARMN	725214
124	VCY	25215	1971	ARMN	725215
125	VCY	25217	1971	ARMN	725217
126	VCY	25218	1971	ARMN	725218
127	VCY	25220	1971	ARMN	725220
128	VCY	25221	1971	ARMN	725221
129	VCY	25222	1971	ARMN	725222
130	VCY	25223	1971	ARMN	725223
131	VCY	25224	1971	ARMN	725224
132	VCY	25225	1971	ARMN	725225
133	VCY	25226	1971	ARMN	725226
134	VCY	25227	1971	ARMN	725227
135	VCY	25228	1971	ARMN	725228
136	VCY	25231	1971	ARMN	725231
137	VCY	25232	1971	ARMN	725232
138	VCY	25233	1971	ARMN	725233
139	VCY	25235	1971	ARMN	725235

SCHEDULE 1  
 Description of Units  
 Unit Numbers and Marks  
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	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Current Car Mark</u>	<u>Current Car #</u>
140	VCY	25236	1971	ARMN	725236
141	VCY	25237	1971	ARMN	725237
142	VCY	25239	1971	ARMN	725239
143	VCY	25240	1971	ARMN	725240
144	VCY	25241	1971	ARMN	725241
145	VCY	25244	1971	ARMN	725244
146	VCY	25247	1971	ARMN	725247
147	VCY	25248	1971	ARMN	725248
148	VCY	25250	1971	ARMN	725250
149	VCY	25251	1971	ARMN	725251
150	VCY	25254	1971	ARMN	725254
151	VCY	25255	1971	ARMN	725255
152	VCY	25256	1971	ARMN	725256
153	VCY	25257	1971	ARMN	725257
154	VCY	25261	1971	ARMN	725261
155	VCY	25262	1971	ARMN	725262
156	VCY	25263	1971	ARMN	725263
157	VCY	25266	1971	ARMN	725266
158	VCY	25267	1971	ARMN	725267
159	VCY	25268	1971	ARMN	725268
160	VCY	25271	1971	ARMN	725271
161	VCY	25273	1971	ARMN	725273
162	VCY	25274	1971	ARMN	725274
163	VCY	25276	1971	ARMN	725276
164	VCY	25277	1971	ARMN	725277
165	VCY	25278	1971	ARMN	725278
166	VCY	25279	1971	ARMN	725279
167	VCY	25280	1971	ARMN	725280
168	VCY	25281	1971	ARMN	725281
169	VCY	25283	1971	ARMN	725283
170	VCY	25284	1971	ARMN	725284
171	VCY	25285	1971	ARMN	725285
172	VCY	25287	1971	ARMN	725287
173	VCY	25290	1971	ARMN	725290
174	VCY	25292	1971	ARMN	725292
175	VCY	25294	1971	ARMN	725294
176	VCY	25297	1971	ARMN	725297
177	VCY	25298	1971	ARMN	725298